

N16000033612

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700285305517

05/05/16--01027--013 \*\*43.75

FILED

2016 MAY 18 AM 11:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*David R. ...  
5/19/16*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Panshoo Kids Inc.

**DOCUMENT NUMBER:** N16000003612

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

DENISE LOREN  
(Name of Contact Person)

(Firm/ Company)

P.O. BOX 551337  
(Address)

JACKSONVILLE FL 32255  
(City/ State and Zip Code)

denisejloren@gmail.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Denise Loren 864 832-7385  
(Name of Contact Person) at (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |  |  |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|--|--|--|--|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**PANSHOO KIDS INC.**

**May 16, 2016**

**CAROL MUSTAIN  
REGULATORY SPECIALIST II**

**SUBJECT: PANSHOO KIDS, INC.  
Ref. Number: N16000003612**

*Rec (18m)  
11*

**Attached please find the corrected Amended and Restated Articles of Incorporation of Panshoo Kids Inc. I changed the document file and added the language you requested in your letter (a copy is attached).**

**As per our phone conversation, I am also adding the EIN number for Panshoo Kids Inc. The EIN number is #81-2310689.**

**I believe this will take care of everything and there should be no further issues with filing our Amended and Restated Articles.**

**If there are any questions concerning our filing, please call me at (864) 832-7385.**

**Thank you for your help!**

**Denise Loren  
President  
Panshoo Kids Inc.**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 10, 2016

DENISE LOREN  
P.O. BOX 551337  
JACKSONVILLE, FL 32255

SUBJECT: PANSHOO KIDS INC.  
Ref. Number: N16000003612

We have received your document for PANSHOO KIDS INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carol Mustain  
Regulatory Specialist II

Letter Number: 516A00009767

NONPROFIT ORGANIZATION  
**AMENDED & RESTATED ARTICLES OF INCORPORATION**  
*of*  
**PANSHOO KIDS INC.**

The undersigned, for the purpose of forming a nonprofit organization under the laws of the State of Florida, Chapter 617, F.S., hereby adapt the following Articles of Incorporation.

**ARTICLE I**

Name

The name of the organization is Panshoo Kids Inc. Business address shall be 1876 Everlee Road, Jacksonville, FL 32256.

**ARTICLE II**

Duration

The term of existence shall be perpetual.

**ARTICLE III**

Purpose and Powers

**3.1 Purposes.** The purpose for which the organization is formed is as follows:

- 3.1.1 To provide educational opportunities to children and others in the community, by promoting literacy and making reading fun, memorable and accessible to all.
- 3.1.2 Non-Discriminatory Policy. All activities and programs are generally accorded or made available to the community. The organization does not discriminate on the basis of race, color, national or ethnic origin in administration of its educational and research programs and policies.

**3.2 Powers.** In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the organization's Articles of Incorporation or Bylaws, the organization shall have all powers that now or hereafter are conferred by law upon a organization organized for the purposes set forth above, or are necessary or incidental to the powers so conferred or are conducive to the attainment of the organization's purposes.

FILED  
2016 MAY 18 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE IV**

### **Limitations**

**4.1** The organization is organized exclusively for educational, research and charitable purposes, as contemplated by Section 501(c)(3) of the Internal Revenue Service Code.

**4.2** Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on: (a) by a organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1998 (or the corresponding provision of any future United States Internal Law)(the "Code"); or (b) by a organization, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

**4.3** The organization shall not carry on or engage in any political campaign relating to the candidacy of any person or otherwise.

**4.4** No part of the net income or net earnings for principal of the organization shall inure to the benefit of or be distributed to any member, director or officer of the organization, or any other private individual other than as a legitimate object of the purposes stated in Article Three, but reimbursements for expenditures or the payments of reasonable compensation for services rendered shall not be deemed to be a distribution of income, earnings, or principal.

**4.5** Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE V**

### **Bylaws**

The Board of Directors has full power to adopt, alter, amend or repeal the Bylaws or adopt new Bylaws for the organization at any regular or special meeting of the Board of Directors so long as they are not inconsistent with the provisions of these Articles.

**ARTICLE VI**  
**Amendment to Articles**

The organization reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on the members or directors are granted subject to this reserved power.

**ARTICLE VII**  
**Members**

THERE ARE NO MEMBERS - The qualification of members, if any, the application process, the property, voting and other rights and privileges of members and their liability for dues and assessments, and the method of collection thereof, shall be set forth in the Bylaws.

**ARTICLE VIII**  
**Director Liability Limitations**

To the full extent that the Florida Not For Profit Corporation Act and Sections 617.0831 and 617.0834, as they exist on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors, a director of the organization shall not be liable to the organization for monetary damages for his or her acts or omissions as a director. Any amendment or repeal of Article Eight shall not adversely affect any right or protection of a director occurring prior to such amendment or appeal.

**ARTICLE IX**  
**Board of Directors**

The number of the directors of the organization is prescribed by the Bylaws of the organization. The first directors of the organization will be four, and they will serve until the first meeting of the Board of Directors and until their successors are elected and qualified. The name and addresses of the first directors are:

DENISE LOREN	11251 CAMPFIELD DRIVE SUITE 3207 JACKSONVILLE, FL 32256
MARILEE BUCKLEY	520 FRESH POND ROAD PONTE VEDRA BEACH, FL 32082
TINA FINICAL MAYER	13795 SAWPIT ROAD JACKSONVILLE, FL 32226

s/d KEELY L. KOPP

130 CORRIDOR WAY #3337  
PONTE VEDRA BEACH, FL 32004

The powers and duties, number, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be set forth in the Bylaws of the organization.

#### ARTICLE X

##### Registered Agent and Registered Office Address

The name of the initial registered agent is TINA FINICAL MAYER and the address of the initial registered office of the organization is 13795 Sawpit Rd., Jacksonville, FL 32256.

#### ARTICLE XI

##### Incorporator

The name and address of the incorporator is DENISE LOREN, 1876 EVERLEE ROAD, JACKSONVILLE, FL 32216

IN WITNESS WHEREOF the incorporator has signed on this 28th day of APRIL, 2016

A handwritten signature in black ink, appearing to read "Denise Loren", written over a horizontal line.

DENISE LOREN, *Incorporator*

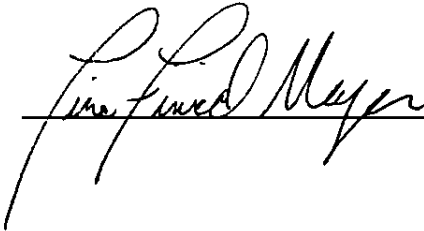
These Amended and Restated Articles of Incorporation were adopted by the Board of Directors on April 28, 2016. There are NO MEMBERS.



**CONSENT TO APPOINTMENT  
AS REGISTERED AGENT**

I, TINA FINICAL MAYER, hereby consent to serve as the Registered Agent, in the State of Florida, for PANSHOO KIDS INC., a Florida Not For Profit Corporation. I understand that as the agent for the Nonprofit Corporation, it will be my responsibility to accept service of process on behalf of this Nonprofit Corporation; to forward license renewals and other mail to this Nonprofit Corporation; and to immediately notify the office of the Secretary of State in the event of my resignation or of any changes in the registered office of this Nonprofit Corporation for which I am agent.

Dated: May 3, 2016

  
\_\_\_\_\_